



PROGRESSIVE IMPACT CORPORATION BERHAD
199001011782 (203352-V)
(Incorporated in Malaysia)

BOARD CHARTER

1. PURPOSE AND OBJECTIVES

- 1.1 The Board of Directors (“Board”) of Progressive Impact Corporation Berhad (“PICORP” or “the Company”) recognises corporate governance as vital to the success of PICORP’s and its subsidiaries’ businesses. The Board is the focal point of the Group’s corporate governance system. It is accountable and responsible for the performance and affairs of the Group.
- 1.2 The core value of the Company is “Serving Allah, Respect for the People and Environment”. Based on this value, the Board’s fundamental approach is to ensure good governance is practiced in all its business dealings with the stakeholders. With this value, the Board upholds the highest degree of good corporate governance in professionally discharging its fiduciary duties and responsibilities.
- 1.3 This Board Charter is designed to provide guidance and clarity for the Board and Senior Management of the Company and its subsidiaries (“Group”) in their stewardship of the Group.
- 1.4 In pursuit of the principles set out in this Board Charter, the Board shall commit to employ the principles of integrity, transparency and professionalism to ensure that the principles of good corporate governance are applied in all of the Group’s business dealings in respect of its shareholders and relevant stakeholders and the shareholders’ investment and value and the interests of the stakeholders are safeguarded.
- 1.5 The guiding principles of this Board Charter include the following legislation and regulatory requirements:
 - (a) Companies Act 2016 (“Act”)
 - (b) Constitution of PICORP
 - (c) Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”)
 - (d) Malaysian Code of Corporate Governance (“MCCG”), and
 - (e) Any other applicable laws or regulatory requirements.

In the event of a conflict between the Constitution of the Company and the Board Charter, the provisions of the former shall have precedence subject to compliance with the legislation and regulatory requirements.

2. BOARD STRUCTURE AND COMPOSITION

- 2.1 The size of the Board shall be in accordance with the Constitution of the Company. The Board shall, with the assistance of the Nomination Committee, examine its size from time to time, with a view towards determining the impact of the number on the Board’s effectiveness.

- 2.2 The Constitution of PICORP provides for a minimum of two (2) Directors.
- 2.3 In accordance with the MMLR of Bursa Malaysia, at least two (2) Directors or one-third of the Board, whichever is higher, are Independent Directors. If the number of Directors is not three (3) or a multiple of three (3), then the number nearest to one-third must be used.
- 2.4 In the event of any vacancy in the Board, resulting in non-compliance with paragraph 2.3 above, the Company must fill the vacancy within three (3) months.
- 2.5 The Board shall be chaired by an Independent Director who provides strong leadership and stewards the Board's priorities objectively. The roles of Chairman and the Executive Directors shall be exercised by two (2) separate individuals to promote better accountability and facilitate the division of responsibilities between them so that no one individual can influence the Board's discussions and decision-making.
- 2.6 The Chairman of the Board shall not be a member of the Audit Committee, Nomination Committee or Remuneration Committee.
- 2.7 The Board shall consist of qualified individuals with diverse professional background, skills, extensive experience and knowledge necessary to govern the Company and the Group.
- 2.8 Appointment of Board member is based on objective criteria and merits, with due regard given to the following:-
- (a) skills, expertise, experience, age, cultural background and gender to achieve boardroom diversity
 - (b) professionalism and track record
 - (c) ability to devote sufficient time commitment to serve the Board effectively
 - (d) contribution and performance
 - (e) character, integrity, ability to lead by example, competence and reputation
 - (f) ability to understand financial statements and form a view on the information presented
 - (g) any conflict or potential conflict of interest, whether the candidate has a business, family or other special relationship within or outside of the Company that could affect the execution of his/her role as Director of the Company, and
 - (h) such other criteria as may be deemed fit by the NC.
- 2.9 The Nomination Committee is tasked by the Board to ensure the composition of the Board is refreshed periodically to ensure its appropriateness vis-à-vis the needs of the Company as well as the requirements set out in the relevant laws, regulations and codes.
- 2.10 The Board shall endeavour to have at least 30% women directors.
- 2.11 No person shall be appointed, re-appointed, elected or re-elected as a Director on the Board or continue to serve as a Director if the person is or becomes an active politician. For this purpose, a person is considered an "active politician" if he/she is a Member of Parliament, State Assemblyman or holds a position at the Supreme Council or division level in a political party.

3. ROLES AND RESPONSIBILITIES

3.1 Board

The Board provides leadership and vision in shaping corporate strategies, championing good governance and ethical practices and ensures the effective execution of these strategies, to enhance the shareholders' value and ensure the long-term sustainable development and growth of the Group.

The Board assumes, amongst others, the following duties and responsibilities:-

- (a) together with Senior Management, promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour
- (b) review, challenge and decide on Senior Management's proposals for the Group, and monitor its implementation by Senior Management
- (c) ensure that the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability
- (d) supervise and assess management performance to determine whether the Group's businesses are being properly managed
- (e) ensure there is a sound framework for internal controls and risk management;
- (f) understand the principal risks of the Group's businesses and recognise that business decisions involve the taking of appropriate risks
- (g) set the risk appetite within which the Board expects Senior Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks
- (h) ensure that Senior Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of board and Senior Management
- (i) ensure that the Group has in place procedures to enable effective communication with stakeholders
- (j) ensure that all its Directors are able to understand financial statements and form a view on the information presented
- (k) ensure the integrity of the Group's financial and non-financial reporting.

3.2 Chairman

The Chairman carries out a leadership role in conduct of the Board and its relations with the shareholders and stakeholders. The Chairman is responsible for:-

- (a) providing leadership for the Board so that the Board can discharge its responsibilities effectively
- (b) leading the Board in the adoption and implementation of good corporate governance practices in the Company
- (c) setting the board agenda and ensuring that Directors receive complete and accurate information in a timely manner
- (d) leading board meetings and discussions, stimulating debates on issues and encouraging contributions from each Board member
- (e) encouraging active participation and allowing dissenting views to be freely expressed
- (f) managing the interface between Board and Senior Management
- (g) ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole
- (h) maintaining regular dialogues with the Executive Directors in respect of all material matters affecting the Group and consulting other Board members promptly when considered appropriate

- (i) being accessible to the Executive Directors between Board meetings to provide counsel and advice
- (j) together with the Executive Directors, where appropriate, represent the Group to shareholders, customers, suppliers, regulatory and governmental authorities, external stakeholders and the community
- (k) ensuring compliance with all relevant regulations and legislations, and
- (l) presiding over the Board and general meetings of the Company.

The Chairman should allow every board resolution to be voted on and ensure the will of the majority prevails. In determining policy matters, the Chairman should ensure that the following are carried out:-

- (a) all Directors are properly briefed on issues arising at Board meetings and
- (b) there is sufficient time allowed for discussion on complex or contentious issues and where appropriate, arrange informal meetings beforehand for thorough preparation.

3.3 Executive Directors

The Board has delegated to the Executive Directors, the authority to manage the day-to-day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those matters that are reserved for the Board in this Board Charter.

The Executive Directors have the authority to sub-delegate such authority and power to Senior Management as they may determine from time to time for the effective management and performance of the Group.

The key responsibilities of the Executive Directors include:-

- (a) developing and recommending to the Board the strategic business plans, annual operating plans and budgets that support the Group's short-term and long-term strategies
- (b) overseeing the day-to-day operations of the Group and implementing the strategies, plans, budgets and policies approved by the Board
- (c) developing and maintaining the Group's risk management systems and ensuring the Group is operating within the risk appetite set by the Board
- (d) monitoring the performance of the Group against the performance and sustainability targets and report to the Board
- (e) providing executive leadership to Senior Management
- (f) driving strategic management of material sustainability matters together with Senior Management
- (g) ensuring effective internal controls and legal compliance, and governance measures are deployed
- (h) ensuring the Board is given timely and accurate information so that the Board can discharge its responsibilities effectively
- (i) acting as a liaison between the Board and Senior Management
- (j) setting the tone in providing ethical leadership, and
- (k) acting within the specific authorities delegated by the Board and ensuring the limits of authority set by the Board are observed.

3.4 Individual Directors

Individual Directors shall:-

- (a) demonstrate financial literacy required for a proper understanding of the Group's activities and associated risks and maintain a sound understanding of the business and keep abreast of relevant developments to ensure they are able to discharge their duties and responsibilities effectively
- (b) read the financial statement of the Company and carefully consider whether what they disclose is consistent with their own knowledge of the Company's affairs
- (c) exercise reasonable care, skill and diligence that commensurate with their respective knowledge, area of expertise and experience when carrying out their duties
- (d) objectively discharge their duties and responsibilities, and exercise their powers for a proper purpose as fiduciaries in the interests of the Company
- (e) act with integrity, lead by example
- (f) devote time to prepare for and attend Board and Board Committee and general meetings
- (g) not make use of any information acquired by virtue of their position to gain directly or indirectly an improper advantage for themselves or for any other person or to cause detriment to the Company, and
- (h) avoid conflicts of interest and shall as soon as practicable after the relevant facts have come to their knowledge, declare the nature of their interest at a meeting of the Directors of the Company. Each Director shall give notice to the Company of such events and matters relating to him/her as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.

3.5 Independent Directors

The Independent Directors shall provide independent judgment and objectivity without being subordinated to operational considerations. The Independent Directors help to ensure that the interests of all shareholders, not only the interests of a particular group, and all relevant matters and issues are objectively and impartially considered by the Board.

The roles of an Independent Director, amongst others, are as follows:-

- (a) provide objective and independent judgement on issues to ensure that the interests of the Company, shareholders and stakeholders are well taken into account
- (b) mitigate any potential conflict of interest that may arise in the governance of the Group
- (c) monitor the areas of discussion, notably those where potential conflicts of interest may arise, and
- (d) provide a check and balance to the Board.

An Independent Director must immediately disclose to the Board in the event of any change in his/her circumstances that may affect his/her objectivity and/or status as an Independent Director. In such case, the Board must review the Director's designation as an Independent Director.

3.6 Senior Independent Non-Executive Director

The Board may appoint a Senior Independent Non-Executive Director. The Senior Independent Non-Executive Director shall:-

- (a) act a sounding board for the Chairman
- (b) act as an intermediary for other Directors when necessary, and
- (c) be the point of contact for shareholders and other stakeholders.

3.7 Senior Management

Senior Management's role and responsibilities include the following:-

- (a) together with the Executive Directors, formulate the corporate strategy for the Board's approval. Once approved, implement it accordingly
- (b) assume day-to-day responsibility for the Company's conformance with relevant laws and regulations and its compliance framework
- (c) achieve the performance targets set by the Board
- (d) formulate, implement and update the Group's standard operating policies and procedures
- (e) be alert to relevant trends in the Group's industries and operating environment;
- (f) drive strategic management of material sustainability matters
- (g) develop, implement and manage the Group's risk management and internal control frameworks, and
- (h) provide accurate, timely and clear information to the Board to enable the Board to effectively perform its responsibilities.

4. MATTERS RESERVED FOR THE BOARD

Other than those statutorily and regulatory required and the powers accorded under the Constitution, the following are matters reserved for Board deliberation and decision (non-exhaustive):-

Leadership and Strategy	<ul style="list-style-type: none">• Vision, mission, values and ethical standards.• Strategies, business plans, annual operating and capital expenditure budgets and any subsequent material changes to strategic direction or material deviations to the approved plans and budgets.• Sustainability strategies, priorities and targets.• Corporate exercises and other arrangements or commitments that may have a material impact on the Group.• Commencement or settlement of litigations that may have a material impact on the Group.• New business ventures or activities and cessation of any of the Group's material business or operations.
Capital and Structure	<ul style="list-style-type: none">• Changes to the Company's share capital such as issuance of new shares or securities, share buybacks, treatment of treasury shares, reduction of capital etc.• Changes to the Group's corporate structure such as acquisitions and divestments, disposals, dissolution of subsidiaries etc.

Financial and Risk Management	<ul style="list-style-type: none"> • The Company's audited financial statements and interim/quarterly financial reports. • Dividend policy, interim or final dividends of the Company. • Borrowings, financing arrangements and fund-raising exercises of the Group. • Any significant change in the accounting policies of the Group. • Treasury policies, limits of authority, provision of guarantee and creation or issuance of debentures, mortgages, charges or securities etc. over the Group's assets. • Related party transactions of the Group. • Risk appetite within which the Board expects Senior Management to operate. • Policies, frameworks and procedures governing compliance, risk oversight and management to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks. • Change in financial year end.
Human Capital	<ul style="list-style-type: none"> • Appointment, re-election, resignation and termination of Directors of the Company. • Formation of the Company's Board Committees, appointment of members of Board Committees. • Evaluation of the Board and Board Committees. • Succession planning for the Board and Senior Management. • Appointment and termination of Senior Management executives, their remuneration packages and compensation schemes. • Long term or share incentive plans for the employees of the Group and any changes thereto.
Stakeholders	<ul style="list-style-type: none"> • Policies regulating the Company's relations with its primary stakeholders and the significant issues arising from these relationships.
Statutory, Regulatory and Administrative Matters	<ul style="list-style-type: none"> • Amendments to the Constitution and the Terms of Reference of Board Committees of the Company. • Appointment, re-appointment or removal of the external auditors of the Company to be put to the shareholders. • Appointment and removal of the Company Secretaries. • Issuance of circulars and notices to the shareholders of the Company.

5. BOARD COMMITTEES

- 5.1 The Board may from time to time establish Board Committees as it may consider appropriate to assist in carrying out its duties and responsibilities. Where a Board Committee is formed, specific terms of reference of the Board Committee shall be established in writing to cover matters such as the purpose, composition and functions of the Board Committee.
- 5.2 The following Board Committees have been established to assist the Board in the discharge of its duties and responsibilities:-
- (a) Audit Committee
 - (b) Nomination Committee
 - (c) Remuneration Committee, and
 - (d) Board Risk Management Committee.
- 5.3 The Board Committees are authorised by the Board to deal with and deliberate on matters delegated to them within their terms of reference. The Chairman of the respective Board Committees shall report and update the Board on significant issues and concerns discussed and where appropriate, make the necessary recommendations to the Board.

- 5.4 The Board is collectively and ultimately responsible for making any decisions after having received recommendations from the Board Committee. The Board shall not delegate matters to a Board Committee to an extent that would significantly hinder or reduce the Board's ability to discharge its functions.

6. BOARD MEETINGS

- 6.1 The proceedings of Board meetings shall be in accordance with the Constitution of the Company.
- 6.2 Board meetings shall conduct at least four (4) times on a quarterly basis in each financial year, with additional meetings to be convened as and when necessary. The Company Secretary shall in advance prepare and distribute to all Directors a timetable for the meetings for the year.
- 6.3 Each Director is required to attend at least fifty per cent (50%) of the total Board meetings held in a financial year. A Director shall vacate office if he/she absent for more than 50% of the total Board meetings held during the financial year.
- 6.4 The notice of a Directors' meeting shall be given in writing at least five (5) business days, or shorter period where it is unavoidable, prior to the meeting. The Chairman, in conjunction with Senior Management and the Company Secretary, shall undertake the primary responsibility for preparing the Board's agenda. The agenda shall include, amongst other things, matters specifically reserved for the Board's decision, high-priority strategic issues and where required, operational issues.
- 6.5 To allow sufficient time for Directors to consider the relevant information, Board papers together with the materials required for the meeting are to be circulated at least five (5) business days, or a shorter period where unavoidable, prior to the meeting. Where there is a need to table a report, a brief statement of findings and/or recommendations is prepared by Management.
- 6.6 Each Director will, prior to attending the meetings, review all materials provided by the Company relating to matters to be considered at the meetings.
- 6.7 Senior Management and external advisers may be invited to attend Board meetings to provide additional insights and professional views, advice and explanations on specific items on the meeting agenda.
- 6.8 The Chairman shall ensure that there is enough time for discussion. The Board shall record its deliberation, in terms of the issues discussed, and the conclusions thereof, in discharging its duties and responsibilities.
- 6.9 Minutes are prepared following a Board meeting and are circulated in draft form. The draft minutes will be re-circulated with the Board papers in readiness for signing at the following meeting. The practice is for minutes to record processes and decisions rather than a historical narrative of the discussion or concluding remarks of final decisions made. If one or more Directors request their opinion to be noted, the Company Secretary shall comply with the request. If any Director holds dissenting views to those of any of the other Directors on a matter discussed at a Board meeting, the Board minutes will be clearly reflected, including the rationale for the conflicting view.
- 6.10 The board minutes of each Board meeting shall be kept at the Registered Office of the Company and be available for inspection by any Director during office hours.

- 6.11 Where there are Executive Directors on the Board, the Non-Executive Directors are encouraged to meet among themselves at least annually to discuss among others strategic, governance and operational issues.
- 6.12 The Chairman shall ensure that Board Committee meetings are not combined with the main Board meeting as to enable objective and independent discussion during the meetings.

7. TENURE OF DIRECTORS

- 7.1 Pursuant to the Constitution of the Company, a new Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next Annual General Meeting (“AGM”) at which he/she will retire and be available for re-appointment.
- 7.2 One-third of the Board, or if their number is not a multiple of three (3), then the near number nearest to one-third, shall retire from office and be eligible for re-election at every AGM. All Board members are subject to retirement by rotation at least once in every three (3) years and be eligible for re-election. The re-election of a Director shall be subject to satisfactory evaluation of the Director’s performance and contribution to the Board.
- 7.3 The tenure of an Independent Director shall not exceed a term limit of nine (9) years. Upon completion of the nine (9) years, an Independent Director, may continue to serve on the Board as a Non-Independent Director.
- 7.4 If the Board intends to retain an Independent Director beyond nine (9) years, the Board shall provide justification and seek annual shareholders’ approval through a two-tier voting process.

8. DIRECTORS’ TIME COMMITMENT

- 8.1 A Director shall not hold more than five (5) directorships in listed issuers as prescribed by the MMLR of Bursa Malaysia.
- 8.2 A Director may accept other board appointments (outside the Group) so long as the appointment is not in conflict with the business of the Group and does not detrimentally affect the Director’s performance as a Board member. The Director shall notify the Chairman before accepting any new directorships and the notification should include an indication of time that will be spent on the new appointment.

9. INDUCTION AND DIRECTORS’ TRAINING

- 9.1 Each newly appointed Director is expected to participate in an induction program on appointment and undertake ongoing education and training to maintain the skills and knowledge required to perform his/her role effectively.
- 9.2 A newly appointed Director is to undergo the Mandatory Accreditation Programme as required by Bursa Malaysia within four (4) months of being appointed as required under the MMLR if he/she is appointed for the first time as a director of a listed issuer.
- 9.3 The Board, facilitated by the Nomination Committee, shall evaluate and determine the training needs of the Directors to help determine the upskilling or development needs of the Directors. The summary of training programmes attended by the Directors in each financial year will be disclosed in the Annual Report.
- 9.4 The costs of the induction, Mandatory Accreditation Programme and/or continuing education programmes shall be borne by the Company.

10. BOARD EVALUATION

On an annual basis, the Board, with the assistance of the Nomination Committee, shall evaluate the performance of the individual Directors, the Board as a whole and the Board Committees to assess their performance and effectiveness.

11. BOARD REMUNERATION

11.1 The Remuneration Committee is responsible for recommending to the Board the remuneration framework and packages of the Directors and Senior Management.

11.2 Executive Directors shall not be involved in discussions to decide their own remuneration.

11.3 Directors who are shareholders and controlling shareholders with a nominee or connected Director on the Board shall abstain from voting on the resolution to approve directors' fees and benefits at the AGMs.

12. FINANCIAL REPORTING

12.1 In presenting the financial performance during quarterly reporting and at the end of the financial year, the Board aims to provide a balanced, clear and meaningful assessment of the Group's financial performance and prospects.

12.2 The Board shall ensure that the financial statements are prepared in accordance with the approved accounting standards and the Companies Act, 2016, so as to give a true and fair view of the state of affairs of the Company and the Group.

13. COMPANY SECRETARY

13.1 The appointment or removal of Company Secretary or Secretaries of the Board shall be the prerogative of the Board as a whole. The Secretary appointed should be suitably qualified and competent and hold practicing certificate issued under the Companies Act and is a member of professional body or a person licensed by Companies Commission of Malaysia. The Company Secretary should also undertake continuous professional development.

13.2 The key role of the Company Secretary is to provide unhindered professional advice and services to the Directors, enhance the effective functioning of the Board and ensure regulatory compliance. The Company Secretary must keep abreast of, and inform the Board of current governance practices.

13.3 Other primary responsibilities of the Company Secretary shall include:-

- (a) advising the Board on its roles and responsibilities
- (b) advising the Board on corporate disclosures and compliance with the Act and MMLR of Bursa Malaysia
- (c) ensuring that Board procedures and applicable rules are observed during meetings
- (d) attending and recording minutes of the Board and Board Committee meetings and facilitating communications
- (e) maintaining records of the Board and Board Committees and ensuring effective management of the Company's statutory records
- (f) monitoring corporate governance developments and assisting the Board in applying corporate governance practices to meet the Board's needs and stakeholders' expectations
- (g) serve as a focal point for stakeholders' communication and engagement on corporate governance issues

- (h) manage processes pertaining to the AGMs and/or Extraordinary General Meetings (“EGMs”), and
- (i) carrying out other functions as may be directed by the Board from time to time.

14. ACCESS TO INDEPENDENT ADVICE AND INFORMATION

- 14.1 The Directors, collectively or individually, have unrestricted access to the advice of the Company Secretary and Senior Management and may also seek independent professional advice and information in the furtherance of their duties and responsibilities at the Company’s expense, so as to ensure that the Directors are able to make independent and informed decisions.
- 14.2 Independent advice sought shall exclude those of personal interests relating to the Director’s personal disputes in matters that are not related to or affect the Board or the Company as a whole.

15. RELATIONSHIP WITH SHAREHOLDERS AND STAKEHOLDERS

- 15.1 AGMs and EGMs (collectively “General Meetings”) of the Company are to be conducted in an efficient manner and serve as important channel for shareholder communication. Key elements for this include the supply of comprehensive and timely information to shareholders and the encouragement of active participation at the General Meetings.
- 15.2 The Board will focus its efforts on the following best practices to enhance the effectiveness of the General Meetings:-
 - (a) ensure the notice of AGM is given at least twenty-eight (28) days before the date of the AGM
 - (b) all Directors are to attend the General Meetings
 - (c) ensure that each item of special business included in the notice of AGM is accompanied by an explanation of the effects of the proposed resolution
 - (d) ensure that the notice of AGM states which Directors are standing for election or appointment, with a brief description on their age, relevant experience, designation in the Company, list of directorships, date of appointment to the Board, membership in any Board Committees, details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole and whether the Board is in support of the re-election or appointment and the reasons
 - (e) ensure that the Chairman provides reasonable time for discussion at the General Meetings
 - (f) ensure the conduct of virtual General Meetings (fully virtual or hybrid) support meaningful engagement between the Board, Senior Management and shareholders
 - (g) ensure that the resolutions set out in the notice of General Meeting are voted by poll
 - (h) leverage on technology to facilitate voting (including voting in absentia) and remote shareholders’ participation at General Meetings
 - (i) ensure that at least one (1) scrutineer is appointed to validate the votes cast at the General Meetings. Such scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process
 - (j) ensure that there is a channel of communication through the Company Secretary on feedback and queries from shareholders, and
 - (k) ensure minutes of the General Meeting will be circulated to shareholders or uploaded onto the Company’s website no later than thirty (30) business days after the General Meeting.

- 15.3 The Board shall ensure effective, transparent and regular communication with its stakeholders to facilitate mutual understanding of each other's objectives and expectations.
- 15.4 The Company will use its website as one of its primary communication conduits to enhance existing modes of disseminating information, but not as a substitute for existing modes. The website provides an avenue for communication with the Company, and for stakeholders to register for email alerts for information about the Company.

16. CODE OF CONDUCT

- 16.1 The Board has in place the Code of Conduct which is formulated to enhance the standard of corporate governance and behaviour.
- 16.2 The Company is committed to conduct its business fairly, impartially and in full compliance with all applicable laws and regulations in Malaysia and in countries where the Company has operations. The Company's professionalism, honesty and integrity must at all times be upheld in the Company's business dealings with customers, vendors, suppliers, contractors, government, regulators, investors, the business community as a whole and in the relationship of its own employees.

17. ANTI-BRIBERY AND CORRUPTION POLICY AND NO GIFT POLICY

The Group has adopted a zero tolerance policy against all forms of bribery and corruption as spelled out in its Anti-Bribery and Corruption Policy and No Gift Policy. It is the Group's policy to conduct all its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its good business practices.

18. WHISTLEBLOWING POLICY

- 18.1 The Group is committed to the values of transparency, integrity, impartiality and accountability in the conduct of its business and affairs. The Board has adopted the Whistleblower Policy to provide an avenue for Directors, officers, employees and other individuals who are engaged by the Group to disclose information pertaining to disclose their concerns involving any improper conduct within the Group in accordance with the procedures provided therein.
- 18.2 The Board has overall responsibility for this policy and shall be assisted by the Audit Committee in the implementation of this policy.

19. SUSTAINABILITY AND SOCIAL RESPONSIBILITY

- 19.2 The Board recognises the need for strategies and plans to promote and contribute towards sustainable development, with particular focus on the environmental, social and governance aspects of the business.
- 19.2 The Board together with Management, takes responsibility in setting the Company's sustainability strategies, priorities and targets and these are communicated to internal and external stakeholders via Annual Report and engagements.
- 19.3 Sustainability would also be taken into account when developing and implementing strategies, business plans, major plans of action and risk management.
- 19.4 The Company shall constantly strive to maintain a safe and conducive work environment for its employees and adopts documented policies and procedures as part of its commitment towards Quality, Health, Safety and Environment.

20. REVIEW OF THE BOARD CHARTER

The Board Charter shall be periodically reviewed and updated in accordance with the needs of the Company as well as any development in rules and regulations that may have an impact on the discharge of the Board's duties and responsibilities.

This Board Charter shall be available on the Company's website at www.picorp.com.my.

Adopted	:	21 April 2014
Amended	:	27 February 2017
		20 November 2017
		28 February 2020
		1 December 2021